

MENDELSON ERIC A

Form 4

June 15, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MENDELSON ERIC A

(Last) (First) (Middle)

825 BRICKELL BAY DRIVE,
SUITE 1644

(Street)

MIAMI, FL 33131

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
HEICO CORP [HEI, HEI.A]

3. Date of Earliest Transaction
(Month/Day/Year)
06/13/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Co- President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	Price	364,592	D
Class A Common Stock	06/13/2012		M	976	A \$ 5.9486	111,107	D
Class A Common Stock	06/13/2012		M	8,789	A \$ 6.0043	119,896	D
Class A Common Stock	06/13/2012		F	4,722	D \$ 31.4599	115,174	D

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Class A Common Stock	125,212	I	Owned by Corporation (1)
Common Stock	160,858	I	Owned by Partnership (2)
Common Stock	1,853	I	As custodian for minor children
Class A Common Stock	2,134	I	As custodian for minor children
Common Stock	41,964	I	By 401(k) (3)
Class A Common Stock	38,940	I	By 401(k) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option (right to purchase Class A Common Stock)	\$ 5.9486	06/13/2012		M	976	06/17/2007 06/17/2012	Class A Common Stock	976

Option (right to purchase Class A Common Stock)	\$ 6.0043	06/13/2012	M	8,789	06/17/2007	06/17/2012	Class A Common Stock	8,789
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENDELSON ERIC A 825 BRICKELL BAY DRIVE, SUITE 1644 MIAMI, FL 33131	X		Co- President	

Signatures

Eric A
Mendelson 06/15/2012

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Victor Mendelson, the brother of the Reporting Person.
- (2) Represents shares owned by EAM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
- (3) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated June 13, 2012.
- In addition, the Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 476,563 shares of
- (4) Common Stock and 39,066 shares of Class A Common Stock, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and have various expiration dates

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.